



兖州煤业股份有限公司

YANZHOU COAL MINING COMPANY LIMITED

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29 April 2011

To Shareholders

Dear Sir or Madam

Re: 2010 Annual General Meeting (“2010 AGM”)

Reference is made to the Notice of 2010 Annual General Meeting (“**2010 AGM Notice**”) of the Company dated 25 March 2011. On 27 April 2011, the 2010 AGM Notice was supplemented by a Supplemental Notice of 2010 Annual General Meeting (“**Supplemental Notice**”) by the addition of a new resolution in relation to financing activities at fixed interest rate, which will be considered and approved at the AGM as an additional ordinary resolution. On 29 April, 2011, the Supplemental Notice was revised (“**Revised Supplemental Notice**”) to amend the additional resolution as a special resolution. By reason of the additional new resolution and the amendment of the new resolution as a special resolution, the proxy form (the “**Previous Proxy Form**”) previously dispatched with the 2010 AGM Notice to the Shareholders and the proxy form uploaded on the website of The Hong Kong Stock Exchange Limited on 27 April 2011 (“**27 April Proxy Form**”) have to be revised accordingly.

In addition, we would wish to clarify that Grant Thornton Jingdu Tianhua, the auditors proposed to be appointed as the Company’s international auditors in Resolution No. 11 of the 2010 AGM Notice, refers to Grant Thornton and Grant Thornton Jingdu Tianhua. Accordingly, Resolution No. 11 in the 2010 AGM Notice, the Revised Proxy Form and the 27 April Proxy Form are further revised to include the clarification. In this regard, we enclose the following:

1. 2010 AGM Notice;

2. Revised Supplemental Notice; and
3. Revised Form of Proxy for Use at the Annual General Meeting for the Year Ended 31 December 2010 (the “**Revised Proxy Form**”).

Please ignore the Supplemental Notice, the Previous Proxy Form and the 27 April Proxy Form.

Please note that the Revised Proxy Form supersedes and replaces the 27 April Proxy Form and/or the Previous Proxy Form. Shareholders who have signed and returned the 27 April Proxy Form and/or the Previous Proxy Form should sign and return the Revised Proxy Form in accordance with the instructions of the 2010 AGM Notice and the Revised Proxy Form. If the Revised Proxy Form is not signed and returned after the 27 April Proxy Form and/or the Previous Proxy Form has been signed and returned, the 27 April Proxy Form or the Previous Proxy Form (if no 27 April Proxy Form is signed and returned) will remain valid and effective to the fullest extent applicable, if correctly completed.

Shareholders should refer to the 2010 AGM Notice, the Revised Supplemental Notice and the Revised Proxy Form enclosed for instructions to complete the Revised Proxy Form and on voting at the 2010 AGM.

Yanzhou Coal Mining Company Limited

By the order of the Board

Li Weimen

Chairman of the Board